

***THE***  
***GREENBRIER***  
***COMPANIES***

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

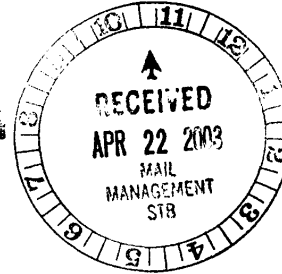
April 18, 2003

RECORDATION NO. 23327-1 FILED

APR 22 03 12:32 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Rider No. 4 dated January 1, 2002, to the Lease Agreement dated as of September 1, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 1, 2000, which was duly filed and recorded on January 12, 2001 and assigned Recordation Number 23327.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

Seventy-six (76) 100-ton, 4,750 cubic foot covered hopper railcars and 100-ton, 5150 cubic foot covered hopper railcars. The railcar marks and numbers are as set forth in the attached Railcars List.

Mr. Vernon A. Williams  
April 18, 2003  
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Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Rider No. 4 dated as of January 1, 2002, to a Lease Agreement dated as of September 1, 2000 between Greenbrier Leasing Corporation, Lessor, and The Burlington Northern and Santa Fe Railway Company, Lessee.

Sincerely,



Janet E. Johnston  
Assistant to the Executive Vice President

JEJ:bjz  
Enclosure

cc: Robert W. Alvord, Esq.

# CANDIDATE RAILCARS

AOK 181056	AOK 181684
AOK 181067	AOK 181692
AOK 181077	AOK 181701
AOK 181123	AOK 181713
AOK 181138	AOK 181725
AOK 181166	AOK 181731
AOK 181172	AOK 181735
AOK 181238	AOK 181736
AOK 181351	AOK 181754
AOK 181354	AOK 181756
AOK 181361	AOK 181762
AOK 181364	AOK 181766
AOK 181366	AOK 181777
AOK 181386	AOK 181790
AOK 181406	AOK 181813
AOK 181415	AOK 181825
AOK 181435	AOK 181826
AOK 181438	AOK 181827
AOK 181466	AOK 181832
AOK 181469	AOK 181841
AOK 181476	AOK 181863
AOK 181484	AOK 181929
AOK 181487	AOK 181937
AOK 181497	AOK 181969
AOK 181505	AOK 181994
AOK 181519	AOK 181995
AOK 181558	AOK 182001
AOK 181577	AOK 182008
AOK 181581	AOK 182034
AOK 181582	AOK 182038
AOK 181591	AOK 182045
AOK 181604	AOK 182094
AOK 181621	AOK 182102
AOK 181624	AOK 182107
AOK 181627	
AOK 181630	
AOK 181634	
AOK 181641	
AOK 181652	
AOK 181653	
AOK 181670	
AOK 181680	

Total Cars: 76

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING CORPORATION ("LESSOR")**

**AND**

**THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY ("LESSEE")**

**SEPTEMBER 1, 2000**

**RIDER NO. 4**

**DATED AS OF JANUARY 1, 2002**

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Memorandum of a Lease Agreement for Rider No. 4 dated as of January 1, 2002 to a Lease Agreement made and entered into as of September 1, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy-six (76) 100-ton, 4,750 cubic foot covered hopper railcars and 100-ton, 5,150 cubic foot covered hopper railcars. The railcar marks and numbers are set forth in the attached Railcar List.
2. Rider No. 4 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 4.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By:

Normis M. Webb

Title: Executive Vice President

LESSEE: THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By:

Kathryn Farmer

Title:

AVP Carload Equipment

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 16<sup>th</sup> day of April, 2003, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

On this 14 day of April, 2003, before me personally appeared Kathryn Garner, to me personally known, who being by me duly sworn, says that s/he is the AWP Railroad Equipment of The Burlington Northern and Santa Fe Railway Company that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Tina M. Mailhos  
NOTARY PUBLIC



My commission expires: \_\_\_\_\_

EXHIBIT A

CANDIDATE RAILCARS

AOK 181056	AOK 181684
AOK 181067	AOK 181692
AOK 181077	AOK 181701
AOK 181123	AOK 181713
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AOK 181630	Total Cars: 76
AOK 181634	
AOK 181641	
AOK 181652	
AOK 181653	
AOK 181670	
AOK 181680	